FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** INIFORM LIMITED OFFERING EXEMPTION

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	Prefix	DATE RE			erial

Name of Offering (check if this is an amendment and name has changed, and indicate changed	ge.)
Private Placement of up to \$500 million of Limited Partnership Interests*	
Filing Under (Check box(es) that apply):	ule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DAT	'A
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate changed INVESCO U.S. LBO & Corporate Finance Partnership Fund IV, L.P.	e.)
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
1166 Avenue of the Americas, 27th Floor, New York, NY 10036	(212) 278-9692
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	REOD S.E.C.
N/A	
Brief Description of Business	11141 0 2005
Global private equity fund of funds investing in the U.S. LBO and Corporate Fin	JUN - 9 2005
Type of Business Organization	
corporation Ilmited partnership, already formed	other (please specify): 1086
business trust limited partnership, to be formed	
Month Year	BBACTOCE
Actual or Estimated Date of Incorporation or Organization: 0 1 0 2	— ⊠ Actual ☐ Estimated PROCESSE
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation	on for State:
CN for Canada: FN for other foreign jurisdiction	om) DE JUN 10 200
GENERAL INSTRUCTIONS	THOMSON
Federal:	FINANCIAL
Who Must File: All issuers making an offering of securities in reliance on an exemption under	

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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* The General Partner reserves the right to offer a greater amount of Limited Partnership Interests



Full Name (Last name first, if individual) INVESCO Private Capital, Inc.* Business or Residence Address (Number and Street, City, State, Zip Code) 1166 Avenue of the Americas, 27 th Floor, New York, NY 10036 Check Box(es) that Apply:	nd/or ng Partner
Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securissuser; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partners of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and Managing partners of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and Managing partners of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and Managing partners of partnership issuers; and of corporate general and managing partners of partnership issuers; and of corporate general and managing partners of partnership issuers; and of corporate general and managing partners of partnership issuers; and of corporate general and managing partners of partnership issuers; and of corporate general and managing partners of partnership issuers; and of corporate general and managing partners of partnership issuers; and of corporate general and managing partners of partnership issuers; and of corporate general and managing partners of partnership issuers; and of corporate general and managing partners of partnership issuers; and of corporate general and managing partners of partnership issuers; and of corporate general and managing partners of partnership issuers; and of corporate general and managing partners of partnership issuers; and of corporate general and managing partners of partnership issuers; and of corporate general and managing partners of partnership issuers of partnership issuers. Other of the Americas, 27th Floor, New York, NY 10036 Publication of partnership issuers. Other of the Americas, 27th Floor, New York, NY 10036 Executive Officer Director Managing partners of partnership issuers. Other of the Americas, 27th Floor, New York, NY 10036 Exe	nd/or ng Partner
Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Full Name (Last name first, if individual) INVESCO Private Capital, Inc.* Business or Residence Address (Number and Street, City, State, Zip Code) 1166 Avenue of the Americas, 27th Floor, New York, NY 10036 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Full Name (Last name first, if individual) Saxena, Parag ** Business or Residence Address (Number and Street, City, State, Zip Code) INVESCO Private Capital, Inc., 1166 Avenue of the Americas, 27th Floor, New York, NY 10036 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Full Name (Last name first, if individual) Riley, Margaret Ann ** Business or Residence Address (Number and Street, City, State, Zip Code) INVESCO Private Capital, Inc., 1166 Avenue of the Americas, 27th Floor, New York, NY 10036 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Full Name (Last name first, if individual) Riley, Margaret Ann ** Business or Residence Address (Number and Street, City, State, Zip Code) INVESCO Private Capital, Inc., 1166 Avenue of the Americas, 27th Floor, New York, NY 10036 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Full Name (Last name first, if individual) IPC Partnership Associates IV, L.L.C.*** Business or Residence Address (Number and Street, City, State, Zip Code) 1166 Avenue of the Americas, 27th Floor, New York, NY 10036	nd/or ng Partner
Each general and managing partner of partnership issuers. Check Box(es) that Apply:	ng Partner
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Full Name (Last name first, if individual)	
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Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
* Managing Member of IPC Partnership Associates IV, L.L.C.; ** Director of INVESCO Private Capital, Inc.; *** General Partner	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

				В.	INFORMA	TION ABO	OUT OFFE	RING				
											Yes	No
i. Has i	the issuer s	old, or doe							_	••••••		\boxtimes
			A	nswer also	in Append	lix, Colum	n 2, if filing	g under UL	OE.			
2. What is the minimum investment that will be accepted from any individual?									. <u>\$5 milli</u>	on *		
3. Does the offering permit joint ownership of a single unit?										Yes . ⊠	No □	
											. 2	
comr offer and/o	nission or ing. If a po or with a st	similar ren erson to be ate or state	nuneration listed is an s, list the n	for solicita associated ame of the	tion of pure d person or broker or	chasers in a agent of a dealer. If n	be paid or connection broker or connection or connection from than from the connection or connection	with sales lealer regis ve (5) pers	of securitie tered with ons to be li	the SEC sted are		
Full Nai N/A		ame first, it	findividua	l)				. ,				
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Name o	f Associate	ed Broker o	or Dealer									
		erson Listed						.,		,		I States
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Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	et, City, Sta	te, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer									
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

^{*} The General Partner reserves the right to accept smaller participations.

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Already Type of Security Offering Price Sold \$-0-Debt \$-0-Equity..... \$-0-Common Preferred Convertible Securities (including warrants)..... \$-0-Partnership Interests.... \$500,000,000 \$211,596,477 Other (Specify _____) \$-0-\$-0-Total..... \$500,000,000 \$211,596,477 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors \$211,596,477 Non-accredited Investors -0-\$-0-Total (for filings under Rule 504 only) N/A \$N/A Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 N/A \$N/A Regulation A..... N/A \$N/A Rule 504 N/A \$N/A Total N/A \$N/A 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees \$-0-Printing and Engraving Costs \boxtimes \$5,000 \$500,000 Legal Fees.... \boxtimes Accounting Fees \$-0-\$-0-Engineering Fees Sales Commission (specify finders' fees separately)..... \$-0-Other Expenses (identify) \$15,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

\$520,000

Total

	C. OFFERING PRICE	, NUMBER OF INVESTORS, EXPENSES AND U	SE OF	PROCEEDS		
b.	and total expenses furnished in response	te offering price given in response to Part C – Q to Part C – Question 4.a. This difference is the "	adjuste	d	\$211,076,477	
5.	each of the purposes shown. If the amoun	d proceeds to the issuer used or proposed to be unit for any purpose is not known, furnish an estime. The total of the payments listed must equal the appropriate to Part C – Question 4.b above.	nate and	L		
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees		🗆	\$-0-		\$-0-
	Purchase of real estate		🗆	\$-0-		\$-0-
	Purchase, rental or leasing and instal	lation of machinery and equipment	🗆	\$-0-		\$-0-
	Construction or leasing of plant build	dings and facilities	🗆	\$-0-		\$-0-
	offering that may be used in exchang	uding the value of securities involved in this ge for the assets or securities of another issuer		\$-0-	П	\$-0-
	Repayment of indebtedness			_	\$-0-	
	. ,					\$100,000
	- ·				\$210,976,477	
	Other (specify). <u>investments in other</u>	pooled investment funds	····· □	<u> </u>	23	#210,770,477
			- 🗆	\$		\$
	Column Totals		🗆	\$-0-		\$211,076,477
	Total Payments Listed (column total	s added)		⊠ <u>\$2</u>	11,076	,477
		D. FEDERAL SIGNATURE				
fol	lowing signature constitutes an undertakin uest of its staff, the information furnished	igned by the undersigned duly authorized person g by the issuer to furnish to the U.S. Securities a by the issuer to any non-accredited investor pure	nd Excl	hange Commissi	on, up	on written
Iss	uer (Print or Type)	Signature By: IPC Partnership Associates IV, L.L.C. Its: General Partner		Date 6/3	10	5
	VESCO U.S. LBO & Corporate Finance rtnership Fund IV, L.P.	By: INVESCO Private Capital, Inc. Its: Managing Member By:				
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)				
ARCARET A. PILEY Managing Director of INVESCO Private Capital, Inc.						

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE					
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?						
	See Appendix, Column 5, for state response.					
2. The undersigned issuer hereby underta Form D (17 CFR 239.500) at such tim	akes to furnish to any state administrator of any state in nes as required by state law.	n which this notice is	filed, a not	ice on		
3. The undersigned issuer hereby under issuer to offerees.	takes to furnish to the state administrators, upon write	ten request, informat	tion furnish	ed by t		
Limited Offering Exemption (ULOE) of this exemption has the burden of es	the issuer is familiar with the conditions that must be of the state in which this notice is filed and understane stablishing that these conditions have been satisfied. knows the contents to be true and has duly caused the	ds that the issuer cla	iming the av	/ailabil		
Issuer (Print or Type)	Signature	Date				
	By: IPC Partnership Associates IV, L.L.C. Its: General Partner By: INVESCO Private Capital, Inc.	6/3	105			
INVESCO U.S. LBO & Corporate Finance Partnership Fund IV, L.P.	Its: Maraging Member					
Name (Print or Type)	Title (Print or Type)					
ARGARET A. RILE	Managina Dissatas of INVESCO Deivota Conital	1				

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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APPENDIX

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1	2 3 4						5		
	Intend to non-ac investors (Part B-	ccredited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL		☒	*	-	-	-	<u>-</u>		
AK		☒	*	-	-	-	-		
AZ		☒	*	-	-	-	-		⊠
AR		Ø	*	-	-	-	-		⊠
CA		⊠	*	-	-	-	•		Ø
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ME			*	-	-	-	-		\boxtimes
MD			*	-	-	-	-		\boxtimes
MA			*	1	\$1,800,000	-0-	-0-		\boxtimes
MI			*	-	-	-	-		Ø
MN			*			-	-		
MS			*	-	-	-	-		\boxtimes
МО			*	-	-	-	-		
МТ			*	-	-	-	-		
NE			*	-	-	-	-		

APPENDIX

1		2	3			4		Disqual	5
	Intend to non-ac investors (Part B-	ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
NV		⊠ □	*	-	-	-	-		
NH		⊠	*	-	-	-	+		
NJ		☒	*	-	-	-	-		⊠
NM		Ø	*	-	-	-	-		
NŸ		Ø	*	2	\$179,671,477	-0-	-0-		☒
NC		Ø	*	-	-	-	-		Ø
ND		⊠	*	-	-	-	<u>-</u>		Ø
ОН		⊠	*	-	-	-	-		⊠
ОК		×	*	-	-	-	-		Ø
OR		\boxtimes	*	-	-	-	-		Ø
PA		⊠	*	-	-	-	-		\boxtimes
RI		⊠	*	-	-	-	-		Ø
SC			*	-	-	-	-		Ø
SD		×	*	-	-	-	-		Ø
TN			*	-	-	-	•		Ø
TX		⋈	*	1	\$125,000	-0-	-0-		⊠
UT		⋈	*	-	-	-	-		⊠
VT		Ø	*	-	-	_	-		⊠
VA		Ø	*	-	-	-	-		Ø
WA		×	*	-	-	-	-		⊠
wv		Ø	*	-	-	-	-		⊠
WI		Ø	*	-	-	-	-		⊠
WY		Ø	*	-	-	-	-		Ø
PR		Ø	*	-	-	<u>-</u>	-		×

^{*} Up to \$500 million in Limited Partnership Interests